

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MARXE AUSTIN W & GREENHOUSE DAVID M</u> (Last) (First) (Middle) <u>C/O SPECIAL SITUATIONS FUNDS</u> <u>527 MADISON AVENUE, SUITE 2600</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/07/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>Cyclacel Pharmaceuticals, Inc. [CYCC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/13/2010</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>4,490,882⁽⁵⁾</u>	<u>I⁽⁵⁾</u>	<u>By Limited Partnerships⁽⁵⁾</u>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Warrants</u>	<u>01/19/2010</u>	<u>07/23/2014</u>	<u>Common Stock</u>	<u>670,623⁽¹⁾</u>	<u>1</u>	<u>I⁽¹⁾</u>	<u>By Limited Partnerships⁽¹⁾</u>
<u>Warrants</u>	<u>10/07/2010</u>	<u>10/07/2015</u>	<u>Common Stock</u>	<u>2,053,450⁽²⁾</u>	<u>1.92</u>	<u>I⁽²⁾</u>	<u>By Limited Partnerships⁽²⁾</u>
<u>Options</u>	<u>10/07/2010</u>	<u>07/07/2011</u>	<u>Units</u>	<u>2,053,450⁽³⁾⁽⁴⁾</u>	<u>1.67</u>	<u>I⁽³⁾⁽⁴⁾</u>	<u>By Limited Partnerships⁽³⁾⁽⁴⁾</u>

Explanation of Responses:

- This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively. 432,660 warrants are held by QP, 108,165 warrants are held by PE and 129,798 warrants are held by LS. The interest of Marxe and Greenhouse in the shares of warrants owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.
- This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (CAY), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively. 1,026,700 warrants are held by QP, 342,250 warrants are held by Cayman, 273,800 warrants are held by PE and 410,700 warrants are held by LS. The interest of Marxe and Greenhouse in the shares of warrants owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.
- This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (Cay), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively. QP owns an Option to acquire 1,026,700 Units, Cayman owns an Option to acquire 342,250 Units, PE owns an option to acquire 273,800 Units and LS owns an Option to acquire 410,700 Units. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.
- Pursuant to the terms of the Purchase Agreement dated October 4, 2010, the Special Situations Funds have the Options to acquire 2,053,450 Units. Each Unit consists of 1 share of Common Stock and .5 Warrants.
- This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (Cay), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively 2,301,131 shares of Common Stock are held by QP, 684,500 shares of Common Stock are held by CAY, 609,533 shares of Common Stock are held by PE and 895,718 shares of Common Stock are held by LS. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.

Austin W. Marxe12/03/2010David M. Greenhouse12/03/2010

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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